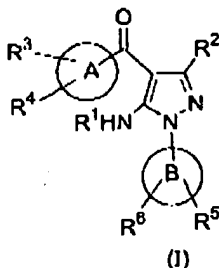


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### CLAIM LISTING

1. (Currently Amended) A compound selected from the group of compounds represented by Formula (I):



wherein:

R<sup>1</sup> is hydrogen or acyl;

R<sup>2</sup> is hydrogen or alkyl;

A and B are simultaneously an aryl or a heteroaryl ring;

R<sup>3</sup> is selected from the group consisting of:

- (a) optionally substituted heterocyclyl;
- (e**b**) heteroalkenyl;
- (f**c**) heteroalkynyl;
- (e**d**) optionally substituted heterocyclalkyl;
- (f**e**) optionally substituted heterocyclalkenyl;
- (g**f**) optionally substituted heterocyclalkynyl;
- (h**g**) optionally substituted heterocyclalkoxy, cycloxy or heterocycloxy;
- (i**h**) optionally substituted heterocyclalkylamino;
- (j**i**) optionally substituted heterocyclalkylcarbonyl;
- (k**i**) -Y-(alkylene)-R<sup>9</sup> where:  
Y is a single bond, -O-, -NH- or -S(O)<sub>n</sub>- (where n is an integer from 0 to 2); and

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- $R^9$  is cyano, optionally substituted heteroaryl,  $-\text{COOH}$ ,  $-\text{COR}^{10}$ ,  $-\text{CONR}^{12}\text{R}^{13}$ ,  $-\text{SO}_2\text{R}^{14}$ ,  $-\text{SO}_2\text{NR}^{15}\text{R}^{16}$ ,  $-\text{NHSO}_2\text{R}^{17}$  or  $-\text{NHSO}_2\text{NR}^{18}\text{R}^{19}$ , where  $R^{10}$  is optionally substituted heterocycle, and  $R^{12}$ ,  $R^{13}$ ,  $R^{14}$ ,  $R^{15}$ ,  $R^{16}$ ,  $R^{17}$ ,  $R^{18}$  and  $R^{19}$  are, independently of each other, hydrogen, alkyl or heteroalkyl;
- (jk)  $-\text{C}(-\text{NR}^{20})(\text{NR}^{21}\text{R}^{22})$  where  $R^{20}$ ,  $R^{21}$  and  $R^{22}$  independently represent hydrogen, alkyl or hydroxy, or  $R^{20}$  and  $R^{21}$  together are  $-(\text{CH}_2)_n-$  where  $n$  is 2 or 3 and  $R^{22}$  is hydrogen or alkyl;
- (ml)  $-\text{NHC}(\text{X})\text{NR}^{23}\text{R}^{24}$  where  $\text{X}$  is  $-\text{O}-$  or  $-\text{S}-$ , and  $R^{23}$  and  $R^{24}$  are, independently of each other, hydrogen, alkyl or heteroalkyl;
- (nm)  $-\text{CONR}^{25}\text{R}^{26}$  where  $R^{25}$  and  $R^{26}$  independently represent hydrogen, alkyl, heteroalkyl or optionally substituted heterocyclylalkyl, or  $R^{25}$  and  $R^{26}$  together with the nitrogen to which they are attached form an optionally substituted heterocyclyl ring;
- (on) cycloalkylalkyl, ~~cycloalkylalkenyl~~ and cycloalkylalkynyl, all optionally substituted with alkyl, halo, hydroxy or amino;
- (po) arylaminoalkylene or heteroarylaminomethylene;
- (qp)  $\text{Z-alkylene-NR}^{30}\text{R}^{31}$  or  $\text{Z-alkylene-OR}^{32}$  where  $\text{Z}$  is  $-\text{O}-$ , and  $R^{30}$ ,  $R^{31}$  and  $R^{32}$  are independently of each other, hydrogen, alkyl or heteroalkyl;
- (rg)  $-\text{OC}(\text{O})\text{-alkylene-CO}_2\text{H}$  or  $-\text{OC}(\text{O})\text{-NR}'\text{R}''$  (where  $\text{R}'$  and  $\text{R}''$  are independently hydrogen or alkyl);
- (sr) heteroarylalkenylene or heteroarylalkynylene; and
- (ts) heteroalkylamino;

$R^4$  is selected from the group consisting of:

- (a) hydrogen;
- (b) halo;
- (c) alkyl;
- (d) alkoxy; and

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(e) hydroxy;

$R^5$  is selected from the group consisting of:

- (a) hydrogen;
- (b) halo;
- (c) alkyl;
- (d) haloalkyl;
- (e) thioalkyl;
- (f) hydroxy;
- (g) amino;
- (h) alkylamino;
- (i) dialkylamino;
- (j) heteroalkyl;
- (k) optionally substituted heterocycle;
- (l) optionally substituted heterocyclalkyl;
- (m) optionally substituted heterocyclalkoxy;
- (n) alkylsulfonyl;
- (o) aminosulfonyl, mono-alkylaminosulfonyl or di-alkylaminosulfonyl;
- (p) heteroalkoxy; and
- (q) carboxy;

$R^6$  is selected from the group consisting of:

- (a) hydrogen;
- (b) halo;
- (c) alkyl; and
- (d) alkoxy; and

prodrugs, individual isomers, mixtures of isomers and pharmaceutically acceptable salts thereof.

2. (Currently Amended) The compound of Claim 1 wherein  $R^3$  is:

- (a) optionally substituted heterocycl;

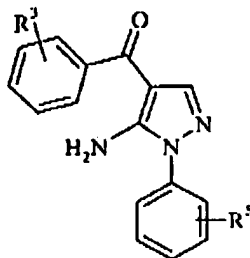
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- (b) aryl or heteroaryl optionally substituted with a substituent selected from halo, alkyl, amino, alkoxy, carboxy, lower alkoxy carbonyl,  $\text{SO}_2\text{R}'$  (where  $\text{R}'$  is alkyl) or  $\text{SO}_2\text{NHR}'\text{R}''$  (where  $\text{R}'$  and  $\text{R}''$  are independently hydrogen or alkyl);
  - (c) heteroalkenyl;
  - (d) heteroalkylamino;
  - (e) optionally substituted heterocyclylalkyl or heterocyclyloxy;
  - (f) optionally substituted heterocyclylalkenyl;
  - (g) optionally substituted heterocyclylalkynyl;
  - (h) optionally substituted heterocyclylalkoxy;
  - (i) optionally substituted heterocyclylalkylamino;
  - (j) optionally substituted heterocyclylalkylcarbonyl;
  - (k)  $-\text{Y}-(\text{alkylene})-\text{R}^9$  where  $\text{Y}$  is a single bond  $-\text{O}-$  or  $-\text{NH}-$  and  $\text{R}^9$  is optionally substituted heteroaryl,  $-\text{CONR}^{12}\text{R}^{13}$ ,  $\text{SO}_2\text{R}^{14}$ ,  $-\text{SO}_2\text{NR}^{15}\text{R}^{16}$ ,  $-\text{NHISO}_2\text{R}^{17}$  or  $-\text{NHSO}_2\text{NR}^{18}\text{R}^{19}$  where  $\text{R}^{12}$ ,  $\text{R}^{13}$ ,  $\text{R}^{14}$ ,  $\text{R}^{15}$ ,  $\text{R}^{16}$ ,  $\text{R}^{17}$ ,  $\text{R}^{18}$  and  $\text{R}^{19}$  are independently of each other hydrogen, alkyl or heteroalkyl,
  - (l) cycloalkylalkyl, ~~cycloalkylalkenyl~~ and cycloalkylalkynyl, all optionally substituted with alkyl, halo, hydroxy or amino;
  - (m) arylaminoalkylene or heteroarylaminomethylene; or
  - (n)  $-\text{Z}-(\text{alkylene})-\text{NR}^{30}\text{R}^{31}$  where  $\text{Z}$  is  $-\text{O}-$ , and  $\text{R}^{30}$  and  $\text{R}^{31}$  are independently of each other, hydrogen, alkyl or heteroalkyl.
3. (Original) The compound of Claim 2 wherein  $\text{R}^1$  and  $\text{R}^2$  are hydrogen; and  $\text{B}$  is phenyl.
4. (Original) The compound of Claim 3 wherein  $\text{A}$  is phenyl.
5. (Original) The compound of Claim 4 wherein  $\text{R}^4$  is hydrogen; and  $\text{R}^5$  is halo or alkyl.

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6. (Original) The compound of Claim 5 wherein R<sup>5</sup> is chloro, fluoro or methyl; and R<sup>6</sup> is hydrogen, chloro, fluoro, methyl or methoxy.
7. (Canceled)
8. (Canceled)
9. (Original) The compound of Claim 8, wherein R<sup>3</sup> is at the 3-position.
10. (Original) The compound of Claim 9, wherein R<sup>5</sup> is 4-F and R<sup>6</sup> is hydrogen.
11. (Original) The compound of Claim 9, wherein R<sup>5</sup> is 2-Me and R<sup>6</sup> is hydrogen.
12. (Original) The compound of Claim 5, wherein R<sup>3</sup> is optionally substituted phenyl.
13. (Original) The compound of Claim 12, wherein R<sup>3</sup> is 3-sulfamoylphenyl, 3-methylsulfonylphenyl, 3-carboxyphenyl or 3-ethoxycarbonylphenyl
14. (Currently amended) The compound of Claim 13, wherein R<sup>3</sup> is at the 3-position.
15. (Original) The compound of Claim 14, wherein R<sup>5</sup> is 4-F and R<sup>6</sup> is hydrogen.
16. (Previously presented) A compound selected from the group of compounds represented by the Formula:

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wherein:

$R^5$  is halo or alkyl; and

$R^3$  is:

- (a) heteroalkylamino;
- (b) optionally substituted heterocyclalkyl;
- (c) optionally substituted heterocyclalkoxy;
- (d) optionally substituted heterocyclalkylamino;
- (e)  $-Y-(alkylene)-R^9$  where Y is a single bond,  $-O-$  or  $-NH-$  and  $R^9$  is optionally substituted heteroaryl,  $-CONR^{12}R^{13}$ ,  $SO_2R^{14}$ ,  $-SO_2NR^{15}R^{16}$ ,  $NHSO_2R^{17}$  or  $-NHSO_2NR^{18}R^{19}$  where  $R^{12}$ ,  $R^{13}$ ,  $R^{14}$ ,  $R^{15}$ ,  $R^{16}$ ,  $R^{17}$ ,  $R^{18}$  and  $R^{19}$  are independently of each other hydrogen, alkyl or heteroalkyl; or
- (f)  $Z-alkylene-NR^{30}R^{31}$  where Z is  $-O-$ , and  $R^{30}$  and  $R^{31}$  are independently of each other, hydrogen, alkyl or heteroalkyl;
- (g) pyridinyl, N-oxidopyridinyl or pyridonyl; or
- (h) sulfamoylphenyl, methylsulfonylphenyl, carboxyphenyl or ethoxycarbonylphenyl; and

prodrugs, individual isomers, mixtures of isomers and pharmaceutically acceptable salts thereof.

17-21. (Canceled)

22. (Previously Presented) The compound of Claim 16, wherein  $R^3$  is heteroalkylamino.

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23. (Previously presented) The compound of Claim 22, wherein  $R^3$  is at the 3-position and is selected from the group consisting of 2-dimethylaminoethylamino and 3-dimethylaminopropylamino.
24. (Canceled)
25. (Original) The compound of Claim 16, wherein  $R^3$  is optionally substituted heterocyclylalkyl, optionally substituted heterocyclylalkoxy or optionally substituted heterocyclylalkylamino.
26. (Original) The compound of Claim 25, wherein  $R^3$  is at the 3-position and is selected from the group consisting of 3-(morpholin-4-yl)propoxy, 2-(morpholin-4-yl)ethoxy, 2-(2-oxo-pyrrolidin-1-yl)ethoxy, 3-(morpholin-4-yl)propyl, 2-(morpholin-4-yl)ethyl, 4-(morpholin-4-yl)butyl, 3-(morpholin-4-yl)propylamino, 2-(morpholin-4-yl)ethylamino, 4-hydroxypiperidinylmethyl, 2-(S,S-dioxo-thiamorpholin-4-yl)ethyl, 3-(S,S-dioxo-thiamorpholin-4-yl)propyl and N-methylpiperazinylmethyl.
27. (Canceled)
28. (Original) The compound of Claim 16 wherein  $R^3$  is -Y-(alkylene)- $R^9$  where Y is a single bond, -O- or -NH- and  $R^9$  is optionally substituted heteroaryl, -CONR<sup>12</sup>R<sup>13</sup>, SO<sub>2</sub>R<sup>14</sup>, -SO<sub>2</sub>NR<sup>15</sup>R<sup>16</sup>, -NHSO<sub>2</sub>R<sup>17</sup> or -NHSO<sub>2</sub>NR<sup>18</sup>R<sup>19</sup> where R<sup>12</sup>, R<sup>13</sup>, R<sup>14</sup>, R<sup>15</sup>, R<sup>16</sup>, R<sup>17</sup>, R<sup>18</sup> and R<sup>19</sup> are independently of each other hydrogen, alkyl or heteroalkyl.
29. (Original) The compound of Claim 28, wherein Y is a single bond and  $R^9$  is SO<sub>2</sub>R<sup>14</sup> or -SO<sub>2</sub>NR<sup>15</sup>R<sup>16</sup>.
30. (Original) The compound of Claim 29 wherein  $R^3$  is methylsulfonylethyl or sulfamoylethyl.

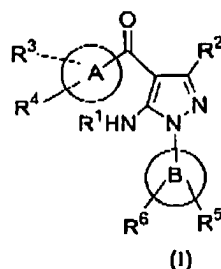
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31. (Canceled)

32. (Original) A pharmaceutical composition comprising a therapeutically effective amount of a compound of Claim 1 and a pharmaceutically acceptable excipient.

33-38. (Canceled)

39. (Currently amended) A compound selected from the group of compounds represented by Formula (I):



wherein:

A and B are simultaneously an aryl or a heteroaryl ring;

R<sup>1</sup> is hydrogen or acyl;

R<sup>2</sup> is hydrogen or alkyl;

R<sup>3</sup> is:

- (a) heteroalkylamino;
- (b) optionally substituted heterocyclalkyl;
- (c) optionally substituted heterocyclalkoxy;
- (d) optionally substituted heterocyclalkylamino;
- (e) -Y-(alkylene)-R<sup>9</sup> where Y is a single bond, -O- or -NH- and R<sup>9</sup> is optionally substituted heteroaryl, -CONR<sup>12</sup>R<sup>13</sup>, SO<sub>2</sub>R<sup>14</sup>, -SO<sub>2</sub>NR<sup>15</sup>R<sup>16</sup>, NHSO<sub>2</sub>R<sup>17</sup> or -NHISO<sub>2</sub>NR<sup>18</sup>R<sup>19</sup> where R<sup>12</sup>, R<sup>13</sup>, R<sup>14</sup>, R<sup>15</sup>, R<sup>16</sup>, R<sup>17</sup>, R<sup>18</sup> and R<sup>19</sup> are independently of each other hydrogen, alkyl or heteroalkyl; or



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- (f) Z-alkylene-NR<sup>30</sup>R<sup>31</sup> where Z is -O-, and R<sup>30</sup> and R<sup>31</sup> are independently of each other, hydrogen, or alkyl or;
- (g) pyridinyl, N-oxidopyridinyl or pyridonyl; or
- (h) sulfamoylphenyl, methylsulfonylphenyl, carboxyphenyl or ethoxycarbonylphenyl;

R<sup>4</sup> is selected from the group consisting of:

- (a) hydrogen;
- (b) halo;
- (c) alkyl;
- (d) alkoxy; and
- (e) hydroxy;

R<sup>5</sup> is selected from the group consisting of:

- (a) hydrogen;
- (b) halo;
- (c) alkyl;
- (d) haloalkyl;
- (e) thioalkyl;
- (f) hydroxy;
- (g) amino;
- (h) alkylamino;
- (i) dialkylamino;
- (j) heteroalkyl;
- (k) optionally substituted heterocycle;
- (l) optionally substituted heterocyclylalkyl;
- (m) optionally substituted heterocyclylalkoxy;
- (n) alkylsulfonyl;
- (o) aminosulfonyl, mono-alkylaminosulfonyl or di-alkylaminosulfonyl;
- (p) heteroalkoxy; and

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(q) carboxy;

$R^6$  is selected from the group consisting of:

(a) hydrogen;

(b) halo;

(c) alkyl; and

(d) alkoxy; and

prodrugs, individual isomers, mixtures of isomers and pharmaceutically acceptable salts thereof.